

## STATE OF KANSAS

OFFICE OF SECRETARY OF STATE  
JACK H. BRIER • SECRETARY OF STATE



To all to whom these presents shall come, Greeting:

I, JACK H. BRIER, Secretary of State of the State of Kansas, do hereby certify that the following and hereto attached is a true copy of

Articles of Incorporation

of

PHEASANT RUN CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

FILED:

May 14, 1979

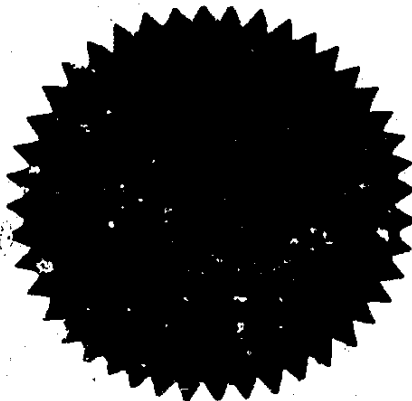
STATE OF KANSAS) SS  
SHAWNEE COUNTY) RECEIVED FOR RECORD  
MAY 16 11 50 AM '79  
REGISTER OF DEEDS  
JEAN O'BRIEN

the original of which is now on file and a matter of record in this office.

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this fourteenth day of  
May A.D. 1979



*Jack H. Brier*  
JACK H. BRIER  
SECRETARY OF STATE

By

*Willie M. Roe*  
Assistant Secretary of State  
Willie M. Roe

CONDOMINIUM

79 MAY 14 PM 4:31

SECRETARY OF STATE  
KANSAS

**ARTICLES OF INCORPORATION**

**OF**

**PHEASANT RUN CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.**  
**a Kansas Non-Profit Corporation**

**The undersigned incorporators do hereby form and establish a corporation  
NOT FOR PROFIT under the laws of the State of Kansas.**

**ARTICLE I**

**Name of Corporation**

**The name of this corporation is to be PHEASANT RUN CONDOMINIUM  
HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE II**

**Registered Office and Designation of Registered Agent**

**The location of its registered office in the State of Kansas is to be 2222 West  
29th Street, Topeka, Shawnee County, Kansas. Further, the registered agent for  
said corporation located at such address is to be John E. Stumbo.**

**ARTICLE III**

**Purposes of Corporation and Business Authority**

**This corporation is organized under the laws of the State of Kansas as  
a NOT FOR PROFIT CORPORATION. The purpose for which this corporation is  
organized is specifically to exercise and conduct all business and powers allowed  
to it pursuant to the corporation laws of the State of Kansas and, in addition, the  
provisions of the Kansas Apartment Ownership Act, K.S.A. 58-3101 through  
K.S.A. 58-3129, and all amendments to those statutes that may from time to time  
occur. The purpose of the corporation is to carry on those duties and activities  
permitted by that Apartment Ownership Act in the conduct of the affairs applicable  
to the Pheasant Run Condominium, which is a series of separate condominium apart-**

ment units, not to exceed one hundred twenty-four (124) apartments now constructed or to be constructed on Lot 13, Block A, in the John O. Allen Subdivision No. 2 to the City of Topeka, Shawnee County, Kansas.

The corporation herein established shall have all of the powers and duties which shall be reasonable and necessary to enable it to operate said condominium apartment units and the common areas appurtenant thereto pursuant to the Declaration of Condominium of Pheasant Run Buildings 1, 2, 3, 4, 5, 6, and 7 and pursuant to Amended Declarations of Condominium which may be from time to time recorded with the Register of Deeds of Shawnee County, Kansas, all pursuant to the expandable condominium provisions contained in the Declaration of Condominium. Such powers and duties shall include, but not be limited to, the following:

1. To conduct the regular affairs or the management and operation of the Pheasant Run Condominium Development pursuant to the powers and authority given to it by the members of the corporation who shall be owners of apartment units in the Condominium project.
2. To see to the enforcement and carrying out of the provisions contained in the Declaration of Condominium of the Pheasant Run Condominium project, as such Declaration is recorded with the Register of Deeds of Shawnee County, Kansas, and any later amendments to that Declaration which may be properly recorded with the Register of Deeds of Shawnee County, Kansas.
3. To establish and provide for common area expense budgets for the operation of the common areas including, but not limited to, any appropriate reserve accounts to be established for the replacement or repair of common area property which each of the apartment units within the Condominium shall own an undivided interest in but which this corporation shall have the responsibility for managing and operating.
4. To make and collect assessments against members to defray the cost, expenses and losses of the separate condominium apartment units and the common areas. To use and apply the proceeds of the assessments levied against members of the Association, and to carry out the powers and duties herein given to this corporation.
5. To maintain, repair, replace and operate the common area properties including, but not limited to, all green space, stairwells, building exteriors and structural members, streets and ways, swimming pool, tennis courts, cabanas, concrete decks, and other common area property.

6. To purchase insurance for the Condominium and common area properties; and insurance for the protection of the Association and its members as condominium apartment unit owners.

7. To develop, promulgate, make, amend and enforce any and all regulations which may from time to time be desirable to enable this corporation to carry out its responsibilities. Provided, that this corporation's authority for the establishment and enforcement of such rules and regulations shall be at all times in compliance with the Declaration of Condominium for Pheasant Run properties as the same has been recorded or may hereafter be amended.

8. To enforce, by whatever legal means is authorized and permitted, this provision of the Kansas Apartment Ownership Act, the separate Declarations of Condominium, as previously filed or hereafter amended, these Articles of Incorporation, the By Laws of this Association and the Rules and Regulations for the use, occupancy, operation, and enjoyment of the apartment units and the common area facilities all located within the condominium project.

9. Subject to the provisions of the Declaration of Condominium, to approve and disapprove the transfer, mortgage and ownership of condominium apartment units as such power may be provided by Declarations of Condominium and the By Laws of this Association from time to time, whether the same shall be permitted at the outset of this Corporation's existence or not.

10. To make, apply for, negotiate, and settle any and all claims against insurance carriers in which the Association is named an insured, or has other responsibilities, for any casualty or other loss which may be insured for the benefit of this corporation and its members.

11. To contract for the management and operation of the condominium apartment units, including their common areas and facilities. Pursuant to said Management Contract or Agreement, the corporation shall have the authority to delegate all powers and duties of it to that managing agent pursuant to the approval of any such contract or agreement by the Board of Directors of this corporation.

12. To employ, as its agents, employees, representatives, or independent contractors, such persons, firms or organizations to perform such services for the corporation as it shall from time to time deem necessary.

13. To engage in any lawful activity permitted by the corporation laws of the State of Kansas as they now exist or may hereafter be amended to corporations Not For Profit organized in this state.

14. Though it is not anticipated at the time of the creation of the corporation, the corporation will hold all real estate, if any, in its name in trust for the respective members of the Association. Further, all funds, subject to periodic expenditure of those funds for the permitted purposes of this corporation, shall be maintained in an insured depository by the Association for the benefit and in trust for the respective members of the Association.

15. The powers and authority of this corporation may from time to time be altered as the provisions of the Kansas Apartment Ownership Act hereinabove referred to shall be amended and such amendment shall modify, expand or otherwise alter the permitted duties and powers of the Condominium Homeowners Association.

#### ARTICLE IV

##### Names and Addresses of Incorporators

The names and current mailing addresses of each of the incorporators of this corporation are:

Benjamin F. Blair, 2222 West 29th Street, Topeka,  
Kansas 66611  
Stanley R. Metzger, 2222 West 29th Street, Topeka,  
Kansas 66611  
Philip C. Morse, 4416 West 13th Street, Topeka,  
Kansas 66604

The powers and duties of the incorporators hereinabove named will terminate simultaneous with the filing of these Articles of Incorporation, the issuance of the corporate Charter by the Secretary of State and the recording of the same with the Register of Deeds of Shawnee County, Kansas. At the time of the termination of the powers and duties of these incorporators, those same powers, duties and responsibilities shall be undertaken and assumed by the initial Board of Directors of this corporation as the same shall be hereinafter named. That initial Board of Directors and the officers of this corporation shall serve until a subsequent election of the Directors of the corporation is permitted pursuant to the provisions of the By Laws of this corporation or until their successors are elected and qualified as set forth herein or in the By Laws of the corporation.

#### ARTICLE V

##### Determination of Membership

The members of this corporation shall consist of all of the owners of record at any point in time of the condominium apartment units which have been established by the Declaration of Condominium or any amendments thereto. Further, in the event that the Declaration of Condominium in its application to the apartment

units is ever terminated, then the members of this Association from and after that time will be those members which own apartment units in the terminated condominium as of the time of its termination, and their successors and assigns.

Changes in membership will be effective at such time as a deed conveying the record title to any condominium apartment unit has been recorded in the office of the Register of Deeds of Shawnee County, Kansas, and a copy thereof delivered to an officer of this Association. The grantee or new owner in said deed will become a member of the Association by virtue of that conveyance and the membership in this Association of the grantor or prior owner of the apartment unit shall be terminated.

That interest or portion or share of the funds, assets and property of this Association which is owned by an individual apartment unit owner and member of this corporation cannot be assigned, pledged, collateralized, hypothecated or transferred in any manner whatsoever by any of the members of this Association, except as an appurtenance to the conveyance of his/her individual condominium apartment unit.

#### ARTICLE VI

##### Votes of Members

The owner of each condominium apartment unit within the Declaration of Condominium or any amendments to the Declaration of Condominiums which may be hereafter recorded will be entitled to at least one vote as a member of this corporation. The exact number of votes which may be cast by owners and the manner in which those votes are cast and that interest exercised will be determined by the By Laws, as adopted by the corporation and from time to time amended.

#### ARTICLE VII

##### Directors

The affairs of this corporation will be managed by a Board of Directors consisting of that number as may from time to time be determined by the members and by the By Laws, but shall not be less than three (3) Directors nor more than seven (7) Directors. In the event that neither the members nor the By Laws shall

designate a number of Directors, then the Board of Directors shall consist of three (3) members. In any event, the initial Board of Directors shall consist of three (3) members. Directors need not be members of the Association in order to serve in such capacity.

The Directors of this Association shall be elected at the annual meeting of the members of the Association in the manner determined by the By Laws of this Association. Both the first election of Directors and succeeding election of Directors and the procedure for carrying out the same shall be provided in the By Laws of the Association. Directors may be removed and vacancies on the Board of Directors filled in accordance with the provisions of the By Laws of the Association.

The Directors which are hereinafter named in these Articles of Incorporation will serve in that capacity until the first election of Directors and any vacancy in the present initial Board of Directors before the first election will be filled by the remaining Directors. The first election of Directors will be held at the first meeting of the membership as set forth in the By Laws of this corporation.

The names and addresses of the initial members of the first Board of Directors who shall hold office until their successors have been elected and qualified or until they have been removed, are as follows:

Benjamin F. Blair, 2222 West 29th Street, Topeka,  
Kansas 66611  
Stanley R. Metzger, 2222 West 29th Street, Topeka,  
Kansas 66611  
Philip C. Morse, 4416 West 13th Street, Topeka,  
Kansas 66604

#### ARTICLE VIII

##### Officers

The officers named in these Articles of Incorporation will commence their duties at such time as the Charter for this corporation is issued by the Secretary of State of Kansas and the same is recorded with the Register of Deeds of Shawnee County, Kansas. The officers will serve at the pleasure of the Board of Directors

and until their successors are elected and qualified. The procedure and process for the election and qualification of the officers of this corporation will be set forth in the By Laws of this corporation.

The names and addresses of the officers who will serve in each capacity until their successors are duly elected and qualified are as follows:

President - Benjamin F. Blair, 2222 West 29th Street,  
Topeka, Kansas 66611

Vice President and Assistant Secretary - Philip C. Morse,  
4416 West 13th Street, Topeka, Kansas 66604

Secretary-Treasurer and Vice President - Stanley R. Metzger,  
2222 West 29th Street, Topeka, Kansas 66611

#### ARTICLE IX

##### Indemnification of Board of Directors and Officers of Corporation

This corporation shall have the power and authority to indemnify any member or former member of the Board of Directors, or any officer or former officer, of the corporation against the expenses which he or she may have had in the carrying out of his or her lawful duties in connection with this corporation, including, but not limited to, attorneys' fees, judgments, fines, settlements, and satisfaction of claims. Provided, that such right of indemnification shall be determined from time to time by a majority vote of the Board of Directors after it has inquired into the reasonableness of the claim for indemnification and the propriety of the expense incurred by the Director or officer as a proper activity by said Director or officer in the furtherance of the business of this corporation. Provided, further, that no indemnification shall be paid, given or made if any court of competent jurisdiction shall determine that the Board member or officer was negligent or guilty of misconduct in its duties as such officer or Director unless the court shall also determine, pursuant to K.S.A. 17-6305, that said officer or Director is entitled to indemnification.

#### ARTICLE X

##### By Laws of Corporation

The general operation of this corporation shall be governed by By Laws



lawfully and properly enacted by it and as the same may be from time to time thereafter amended. The administration of the corporation and each of the condominium apartment units herein declared pursuant to the Kansas Apartment Ownership Act on the real estate described herein shall be governed by the By Laws. Provided, that a copy of the By Laws in their initial form shall be attached as an Exhibit to the Declaration of Condominium to be recorded in the Register of Deeds of Shawnee County, Kansas. Further, that no modification of or amendment to the By Laws shall be valid unless the same shall be recited in an appropriate and proper amendment to the Declaration of Condominium and such amendment duly recorded in the Register of Deeds of Shawnee County, Kansas, all pursuant to the requirements of the Kansas Apartment Ownership Act and, specifically, K.S.A. 58-3118 and K.S.A. 58-3119.

#### ARTICLE XI

##### Capital Stock

This corporation shall not have the authority to issue capital stock.

#### ARTICLE XII


##### Term of Life

This corporation shall have a term in existence of one hundred (100) years from the date of its creation.

IN WITNESS WHEREOF, the three incorporators have affixed their signatures to these Articles of Incorporation in their capacity as incorporators this

11<sup>th</sup> day of May, 1979.

  
BENJAMIN F. BLAIR

  
PHILIP C. MORSE

  
STANLEY R. METZGER

STATE OF KANSAS           )  
                                  ) SS:  
COUNTY OF SHAWNEE       )

BE IT REMEMBERED, that on this 11 day of May, 1979, before me, the undersigned, a Notary Public in and for the County and State aforesaid, came BENJAMIN F. BLAIR, PHILIP C. MORSE and STANLEY R. METZGER, who are personally known to me to be the same persons who executed the within instrument of writing, and such persons duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial seal, the day and year last above written.



My Appointment Expires:

2-28-83

  
NOTARY PUBLIC

Pamela E. Ward